

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

IN RE:

RMS TITANIC, INC. *et al.*¹

**Case No. 3:16-bk-02230-PMG
Chapter 11**

Debtors.

Jointly Administered

**VERIFIED STATEMENT OF OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS PURSUANT TO BANKRUPTCY RULE 2019**

The Official Committee of Equity Security Holders (the “Equity Committee”) of Premier Exhibitions, Inc. (“Premier”) hereby submits this amended verified statement (the “Verified Statement”) pursuant to Rule 2019(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and states as follows:

1. On August 24, 2016, the Acting United States Trustee for Region 21 (the “UST”) appointed the following equity security holders in Premier to the Equity Committee: (i) Jonathan Heller; (ii) Lawndale Capital Management, LLC (c/o Andrew Shapiro); (iii) Ian Jacobs; (iv) ACK Investments, LLC (c/o Thomas J. Kraus); and (v) Frank Gerber. A copy of the UST’s appointment, which is available on the Court’s docket as docket number 167, is attached hereto as Exhibit A As of the date of this Verified Statement, the Equity Committee membership remains the same.

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3103); Arts and Exhibitions International, LLC (3103); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors’ service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

2. On August 31, 2016, the Equity Committee selected Landau Gottfried & Berger LLP (“LGB”) and Akerman LLP (“Akerman”) as its general bankruptcy counsel and, in support thereof, filed applications with the Court to retain LGB and Akerman. [Dockets 195 and 194, respectively.]

3. On October 14, 2016, the Court entered orders authorizing the Equity Committee’s employment of LGB and Akerman as the Equity Committee’s general bankruptcy counsel. [Docket Nos. 277 and 274, respectively.] Copies of the Court’s orders authorizing the Equity Committee’s employment of LGB and Akerman are attached hereto as Exhibits B and C, respectively.

4. As of the date of this Verified Statement, the members of the Equity Committee hold, in the aggregate, 519,759 shares of common stock of Premier.

5. As provided in Bankruptcy Rule 2019², attached hereto as Exhibit D is a list of the names, addresses and “the nature and amount of all disclosable economic interests” held by each member of the Equity Committee in relation to Premier as of the date of the UST’s appointment of the Equity Committee. LGB and Akerman hold no economic interests in relation to Premier.

6. Nothing contained in this Verified Statement (or Exhibit D hereto) should be construed as a limitation upon, or waiver of, any Equity Committee member’s right to assert, file, and/or amend any proofs of interest or proofs of claims, if applicable, in accordance with applicable law and any orders entered in the above-captioned Chapter 11 cases.

² The Equity Committee questions whether official committees appointed by the Office of the United States Trustee under 11 U.S.C. § 1102 to perform the duties set forth in 11 U.S.C. § 1103 are required to file verified statements pursuant to Rule 2019. Nevertheless, the Debtors have asked that the Equity Committee file a Rule 2019 statement, and it does so here. The Equity Committee notes that the official Committee of Unsecured Creditors has not filed a verified statement under Rule 2019 and does not ask that the Creditors Committee do so.

7. The undersigned hereby verifies (except with respect to the formation of the Equity Committee and the disclosable economic interests of the members as discussed in paragraphs 4 and 5 and Exhibit D, which are separately verified by the individual members in the attached verification pages) under oath that this Verified Statement is true and accurate.

Date: January 11, 2017

Peter J. Gurfein, Esq.
LANDAU GOTTFRIED & BERGER LLP
1801 Century Park East, Suite 700
Los Angeles, California 90067
(310) 557-0050
(310) 557-0056 (Facsimile)
pgurfein@lgbfirm.com

-and-

AKERMAN LLP

By: /s/ Jacob A. Brown
Jacob A. Brown
Florida Bar No. 170038
50 North Laura Street, Suite 3100
Jacksonville, Florida 32202
(904) 798-3700
(904) 798-3730 (Facsimile)
Jacob.brown@akerman.com

Attorneys for the Official Committee of Equity
Security Holders of Premier Exhibitions, Inc.

VERIFICATION

I, Thomas J. Krawiec MBA, hereby certify under penalty of perjury under the laws of the United States of America that the information contained in paragraphs 2, 3, 4, and 5, and Exhibit D of the foregoing Verified Statement, insofar as that information relates to my own disclosable economic interests, is true and correct.

Executed on January 9th, 2017, at Bonniwell Apartments.

For ACK Investments LLC

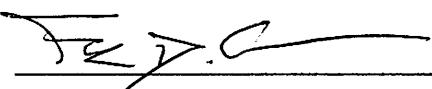
Name: TJ K

Title (if applicable): General Partner

VERIFICATION

I, Frank Gerber, hereby certify under penalty of perjury under the laws of the United States of America that the information contained in paragraphs 2, 3, 4, and 5, and Exhibit D of the foregoing Verified Statement, insofar as that information relates to my own disclosable economic interests, is true and correct.

Executed on January 8, 2017, at 99 Via Los Altos Tiburon, CA 94920.



Name: Frank Gerber

Title (if applicable): _____

VERIFICATION

I, Ian Jacobs, hereby certify under penalty of perjury under the laws of the United States of America that the information contained in paragraphs 2, 3, 4, and 5, and Exhibit D of the foregoing Verified Statement, insofar as that information relates to my own disclosable economic interests, is true and correct.

Executed on January 6, 2017, at Omaha, NE.



Name: Ian Jacobs

Title (if applicable): _____

VERIFICATION

I, JONATHAN HECKER, hereby certify under penalty of perjury under the laws of the United States of America that the information contained in paragraphs 2, 3, 4, and 5, and Exhibit D of the foregoing Verified Statement, insofar as that information relates to my own disclosable economic interests, is true and correct.

Executed on January 9, 2017, at NEWTON, PENNSYLVANIA.

Name:



Title (if applicable): _____

VERIFICATION

I, Andrew Shapiro, hereby certify under penalty of perjury under the laws of the United States of America that the information contained in paragraphs 2, 3, 4, and 5, and Exhibit D of the foregoing Verified Statement, insofar as that information relates to my own disclosable economic interests, is true and correct.

Executed on January 6, 2017, at Mill Valley California.


Name: Andrew Shapiro

Title (if applicable): Managing Member of Lawndale Capital Management LLC

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was electronically filed with the Clerk of the Court using CM/ECF on January 11, 2017. I also certify that the foregoing document is being served this day on the following counsel of record via transmission of Electronic Filing generated by CM/ECF:

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Creditor Committee

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Thomas Branziel
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New York, NY 10017
Creditor Committee

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405 Park Avenue
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Jacksonville, FL 32202

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c/o Ezra B. Jones
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Atlanta, GA 30328
Creditor Committee

/s/ Jacob A. Brown
Attorney

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov**

In re:

RMS TITANIC, INC. *et al.*¹

**Case No. 6:16-bk-02230-PMG
Chapter 11**

Debtors.

Jointly Administered

_____ /

APPLICABLE DEBTOR:

PREMIER EXHIBITIONS, INC.

Case No. 6:16-bk-02232-PMG

Debtor

_____ /

**ACTING UNITED STATES TRUSTEE'S
APPOINTMENT AND NOTICE OF APPOINTMENT
OF EQUITY SECURITY HOLDERS COMMITTEE**

Pursuant to 11 U.S.C. § 1102(a), the Acting United States Trustee, Guy G. Gebhardt, appoints the following members to serve on the equity security holders committee:

Jonathan Heller
536 Sterling Street
Newtown, PA 18940
Phone: (215) 962-9596
Email: jmheller1@verizon.net

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867), and Dinosaurs Unearthed Corp. (7309). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

Lawndale Capital Management, LLC
c/o Andrew Shapiro
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Email: AEShapiro@Lawndalecap.com

Ian Jacobs
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Omaha, NE 68132
Phone: (402) 408-9780
Email: ianvjacobs@aol.com

ACK Investments, LLC
c/o Thomas J. Kraus
1512 Woodridge Place
Birmingham, AL 35216
Phone: 205-492-8430
Email: TJKraus@yahoo.com
Alternate Email: Kraus.Thomas@gmail.com

Frank Gerber
99 Via Los Atos
Tiburon, CA 94920
Phone: 415-509-2141
Email: frank@gerbersf.com

DATED: August 24, 2016

RESPECTFULLY SUBMITTED,

GUY G. GEBHARDT
ACTING UNITED STATES TRUSTEE
REGION 21

/s/ Scott Bomkamp
Scott Bomkamp, Trial Attorney
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Office of the United States Trustee
U.S. Department of Justice
George C. Young Federal Building
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Orlando, FL 32801
Telephone No.: (407) 648-6301, Ext. 150
Facsimile No.: (407) 648-6323
Email: Scott.E.Bomkamp@usdoj.gov

CERTIFICATE OF SERVICE

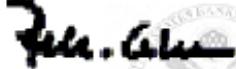
I HEREBY CERTIFY that on August 24, 2016 I have caused a true and correct copy of the foregoing to be served through CM/ECF on parties having appeared electronically in the instant matter and by First Class Mail on the parties appearing above.

/s/ Scott Bomkamp
Scott Bomkamp, Trial Attorney

EXHIBIT B

ORDERED.

Dated: October 13, 2016



Paul M. Glenn
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:

RMS TITANIC, INC., *et al.*,

Debtors.¹

Case No.: 3:16-bk-02230-PMG

Chapter 11

(Jointly Administered)

APPLICABLE DEBTOR:

Case No.: 3-16-bk-02232-PMG

PREMIER EXHIBITIONS, INC.,

Debtor.

/

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
LANDAU GOTTFRIED & BERGER LLP AS COUNSEL TO
COMMITTEE OF EQUITY SECURITY HOLDERS OF
PREMIER EXHIBITIONS, INC., NUNC PRO TUNC AUGUST 31, 2016**

THIS CASE is before the Court for consideration of the Application (the "Application")² (Doc. 195) of the Committee of Equity Security Holders of Premier Exhibitions, Inc. for an

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309) (collectively, the "Debtors"). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

Order authorizing the Equity Committee to retain and employ Landau Gottfried & Berger LLP ("LGB"), effective as of August 31, 2016, as counsel for the Equity Committee in the above-captioned jointly administered cases, and the Court having considered the Affidavit of Peter J. Gurfein, and being otherwise advised in the premises, and sufficient cause appearing, it is

ORDERED:

1. The Application is GRANTED.
2. The Equity Committee is authorized to retain and employ LGB as counsel to the Equity Committee pursuant to 11 U.S.C. § 1103(a) effective as of August 31, 2016 under the terms set forth in the Application.
3. None of the representations or engagements set out in the Gurfein Affidavit constitutes a conflict-of-interest or impairs the disinterestedness of LGB or otherwise precludes the Equity Committee's retention of LGB in these cases.
4. The compensation of LGB for professional services rendered and reimbursement for costs advanced shall be fixed by the Court upon application and notice as may be directed by this Court in accordance with the Order Granting Motion to Establish Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals (Doc. 141), and 11 U.S.C. §§ 330 and 331.

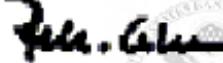
Attorney Jacob A. Brown is directed to serve a copy of this order on interested parties who are non-CM/ECF users and file a proof of service within 3 days of entry of the order.

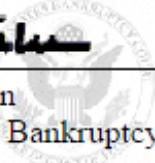
² Defined terms from the Application are incorporated by reference herein.

EXHIBIT C

ORDERED.

Dated: October 13, 2016



Paul M. Glenn
United States Bankruptcy Judge


UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:

RMS TITANIC, INC., *et al.*,

Debtors.¹

Case No.: 3:16-bk-02230-PMG

Chapter 11

(Jointly Administered)

APPLICABLE DEBTOR:

Case No.: 3:16-bk-02232-PMG

PREMIER EXHIBITIONS, INC.,

Debtor.

/

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF AKERMAN LLP
AS COUNSEL TO COMMITTEE OF EQUITY SECURITY HOLDERS
OF PREMIER EXHIBITIONS, INC., NUNC PRO TUNC AUGUST 31, 2016**

THIS CASE is before the Court for consideration of the Application (the "Application")² (Doc. 194) of the Committee of Equity Security Holders of Premier Exhibitions, Inc. for an Order authorizing the Equity Committee to retain and employ Akerman LLP ("Akerman"),

¹ The Debtors in the chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number include: RMS Titanic, Inc. (3162); Premier Exhibitions, Inc. (4922); Premier Exhibitions Management, LLC (3101); Arts and Exhibitions International, LLC (3101); Premier Exhibitions International, LLC (5075); Premier Exhibitions NYC, Inc. (9246); Premier Merchandising, LLC (3867); and Dinosaurs Unearthed Corp. (7309) (collectively, the "Debtors"). The Debtors' service address is 3045 Kingston Court, Suite I, Peachtree Corners, Georgia 30071.

² Defined terms from the Application are incorporated by reference herein.

effective as of August 31, 2016, as counsel for the Equity Committee in the above-captioned jointly administered cases, and the Court having considered the Affidavit of Jacob A. Brown, and being otherwise advised in the premises, and sufficient cause appearing, it is

ORDERED:

1. The Application is GRANTED.
2. The Equity Committee is authorized to retain and employ Akerman as counsel to the Equity Committee pursuant to 11 U.S.C. § 1103(a) effective as of August 31, 2016 under the terms set forth in the Application.
3. None of the representations or engagements set out in the Brown Affidavit constitutes a conflict-of-interest or impairs the disinterestedness of Akerman or otherwise precludes the Equity Committee's retention of Akerman in these cases.
4. The compensation of Akerman for professional services rendered and reimbursement for costs advanced shall be fixed by the Court upon application and notice as may be directed by this Court in accordance with the Order Granting Motion to Establish Procedures to Permit Monthly Payment of Interim Fee Applications of Chapter 11 Professionals (Doc. 141), and 11 U.S.C. §§ 330 and 331.

Attorney Jacob A. Brown is directed to serve a copy of this order on interested parties who are non-CM/ECF users and file a proof of service within 3 days of entry of the order.

EXHIBIT D

Exhibit D

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST AS OF THE DATE OF COMMITTEE FORMATION
ACK Investments, LLC	c/o Thomas J. Kraus 1512 Woodridge Place Birmingham, AL 35216	Own or directly manage funds and/or accounts that own a total of 44,406 shares of common stock of Premier
Frank Gerber	99 Via Los Atos Tiburon, CA 94920	Own or directly manage funds and/or accounts that own a total of 34,178 shares of common stock of Premier
Ian Jacobs	5015 Underwood Avenue Omaha, NE 68132	Own or directly manage funds and/or accounts that own a total of 136,664 shares of common stock of Premier
Jonathan Heller	536 Sterling Street Newtown, PA 18940	Own or directly manage funds and/or accounts that own a total of 50,825 shares of common stock of Premier
Lawndale Capital Management, LLC	c/o Andrew Shapiro 591 Redwood Highway, #2345 Mill Valley, CA 94941	Own or directly manage funds and/or accounts that own a total of 253,683 shares of common stock of Premier